

ORGANIZATION

Wood Preservation Canada is the national, non-profit service organization of the wood preservation industry. Operating under Federal Charter, it serves as a forum for persons concerned with all phases of the industry; research, production, marketing, design, field practices, economics and scientific development.

WPC is a practical organization that recognizes that every worthwhile contribution to applied science must be technically and economically sound.

MISSION STATEMENT

Wood Preservation Canada is dedicated to:

- Promoting and supporting a strong Canadian wood preserving industry.
- Preserving the integrity of the environment through the promotion of responsible stewardship of our resources.
- Promoting the benefits to be gained from the use of quality preserved wood products.

Wood Preservation Canada supports this mandate in the following ways:

- Acts as the voice of the industry representing the interests of its members.
- Gathers and disseminates information to inform stakeholders about pressure treated wood.
- Provides a forum for members to interact and exchange knowledge and ideas.

ENVIRONMENTAL STATEMENT

Members of Wood Preservation Canada share with all Canadians the responsibility of maintaining the integrity of our environment now and for the future. Responsible stewardship of our resources, be they related to air, land or water, is supported by members of the association. In the spirit of environmental responsibility and sustainable development, association members have endorsed the following set of principles to govern their attitude and action in environmental matters:

- WPC members will endeavour to produce quality products which, when used correctly have no adverse effects on health and safety of the public or the environment.
- WPC members will assess, plan, construct and operate facilities in compliance with all applicable regulations.
- Sound management and production practices will be applied by WPC members to advance environmental protection in the absence of regulatory statutes.
- Research and development of new products and processes that further minimize environmental impact will be encouraged.

- Environmental awareness and responsibilities will be promoted amongst employees of member firms and the public.
- WPC will work with all levels of government in the development of regulations and product standards based on sound, economically achievable technologies and determination of environmental impact.

OPERATION

Corporate membership in WPC is limited to those firms and corporations whose undertaking or business activity includes the operation of a plant or plants in Canada actively engaged in the pressure treatment of wood or wood products and/or the manufacture or supply of wood preservation and/ or wood fire retardant chemicals for pressure treating applications.

The Association is supported entirely by membership dues from those firms. Governance of WPC is vested in a Board of Directors. An Executive Director is the operating head of the Association, subject to policy determination by the Board.

WPC meets its mandate through the work of five committees: the Technical Committee, the Promotion and Education Committee, the Standards Review Committee, the Environmental Committee and the Commercial/Industrial Committee.

Standards

WPC cooperates in the preparation of standards published by nationally recognized bodies and in addition the WPC Standards Review Committee reviews and considers proposed industry standards not necessarily covered by CSA specifications. Such industry standards are prepared with the advice and consultation of experts both within and outside the industry. All standards are carefully reviewed by the entire membership before adoption. WPC is also represented on technical committees of the Canadian Standards Association.

Research

Although it does not itself engage in physical research, Wood Preservation Canada encourages and cooperates with testing laboratories and research facilities in carrying out research work aimed at the advancement of the science of pressure treatment of wood. Projects are aided by consultation between WPC staff and research personnel, and by the supply of test materials and underwriting of some costs.

Education

WPC personnel and member companies cooperate extensively with the architectural, engineering and forestry faculties of universities and colleges across Canada to promote the use of treated wood in Canada.

Building Codes

The WPC Technical Committee, aided by association staff, is available to advise and assist officials responsible for preparing and enforcing building codes to obtain proper and fair provisions covering pressure treated wood construction.

Public Information

The WPC Promotion & Education Committee undertakes information programs designed to furnish those involved in design and construction with accurate and up-to-date information on what is being done and can be done with wood preservation techniques. This includes writing of technical articles and releases on various phases of pressure treated wood construction. Likewise, WPC's public information is directed toward the expansion of markets by publicizing the technical advancements and achievements in pressure treated wood, and by exploring and pointing out these uses of pressure treated wood that will be beneficial to user and producer alike.

STRUCTURE

BOARD OF DIRECTORS

President

Peter Hattin
Pastway Planing Ltd.

DIRECTORS

Craig Frohlich
Guelph Utility Pole Co.

Daniel Goodine
Marwood Ltd.

Grant Sali
Envirofor Preservers (BC) Ltd.

Ian Jones
Stella Jones Canada Inc.

Jason Quantz
Spray Lakes Sawmills

Larry McTaggart
Jan Woodlands Inc.

Mike McCollough
Northern Pressure Treated Wood Ltd.

Paul Dandy
Arch Wood Protection Canada Corp. A Lonza Company

Peter Mason
Brisco Wood Preservers Ltd.

Tom Mitchell
KMG Bernuth Inc.

COMMITTEE CHAIRS

Environmental

Dave Haley
Viance LLC

Commercial/Industrial

Paul Dandy
Arch Wood Protection Canada Corp. A Lonza Company

Promotion & Education

Mary-Anne Dalkowski
Timber Specialties Co.

Standards Review

Tom Moryto
Ram Forest Products Ltd.

Technical

Nigel Banks
Arch Wood Protection Canada Corp. A Lonza Company

STAFF

Executive Director

Henry Walthert, CAE

Technical Services Coordinator

Martin Tauvette

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Ottawa, Ontario
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Fax: (613) 247-0540
Email: info@woodpreservation.ca
Website: www.woodpreservation.ca

COMMITTEES

Technical Committee

The Technical Committee deals in areas related to standards and product acceptance, plant operations and treatment processes. This committee is active in off-site research and development.

Chair

Nigel Banks
Arch Wood Protection Co. A Lonza Company

Brian Delbrueck
Viance LLC

Craig Frohlich
Guelph Utility Pole Co.

Rick Knechtel
Prairie Forest Products

Tom Mitchell
KMG-Bermuth

Jim Mogan
CFP Forest Products

Dr. Paul Morris
FP Innovations

Lawrence Prendiville
Prairie Forest Products Ltd.

Jason Quantz
Spray Lakes Sawmills

Craig Wilson
Timber Specialties Co.

Promotion & Education Committee

The Promotion and Education Committee addresses architects, engineers, specifiers, educators and the public by providing print, audio-visual and electronic material on the use of pressure treated wood products.

Chair

Mary-Anne Dalkowski
Timber Specialties Co.

Brad Burmeister
Timber Specialties Co.

Paul Dandy
Arch Wood Protection Co. A Lonza Company

Craig Frohlich
Guelph Utility Pole Co.

Larry McTaggart
Jan Woodlands Inc.

Tom Mitchell
KMG Bernuth

Tom Moryto
Ram Forest Products

John Wilkinson
Penta Task Force

Environmental Committee

The Environmental Committee is active in issues dealing with environmentally safe plant operations and treated wood products.

Chair

Dave Haley
Viance LLC

Nigel Banks
Arch Wood Protection Co. A Lonza Company

Linus Clark
Brisco Wood Preservers Ltd.

Craig Frohlich
Guelph Utility Pole Co.

Rick Knechtel
Prairie Forest Products Ltd.

John Wilkinson
Penta Task Force

Craig Wilson
Timber Specialties Co.

Commercial / Industrial Committee

The Commercial/ Industrial Committee continue the work of the Pole Committee. It is specifically tasked to develop the preservative usage in the Commercial/ Industrial sectors and to address all issues of this sector.

Chair

Paul Dandy
Arch Wood Protection Co. A Lonza Company

Craig Frohlich
Guelph Utility Pole Co.

Peter Mason
Brisco Wood Preservers

Mike McCollough
Northern Pressure Treated Wood Ltd.

Standards Review Committee

The Standards Review committee deals with any and all standards related to the industry treated wood. It is tasked with developing, reviewing and updating the standards of the industry.

Chair

Tom Moryto
Ram Forest Products

Kevin Archer
Viance LLC

Nigel Banks
Arch Wood Protection Co. A Lonza Company

Paul Dandy
Arch Wood Protection Co. A Lonza Company

Brian Delbrueck
Viance LLC

Craig Frohlich
Guelph Utility Pole Co.

Ian Jones
Stella-Jones Canada Inc.

Rick Knechtel
Prairie Forest Products

Jim Mogan
CFP Forest Products

Paul Morris
FP Innovations

Lawrence Prendiville
Prairie Forest Products

Craig Wilson
Timber Specialties Co.

MEMBERS

CORPORATE MEMBERS (Designated Representatives)

Bob Romanchuk
Aallcann Wood Supplies

Paul Dandy
Arch Wood Protection Ltd. A Lonza Company

Ken McCollough
Bois KMS (GMI) Ltd.

Peter Mason
Brisco Wood Preservers
Brisco Wood Preservers, Brisco (BC)
Brisco Wood Preservers, Peers (AB)

Daryl Anderson
CanWel Treating Plants
Eastern Wood Preservers (ON)
Les Bois traités du Québec (QC)
Northwest Wood Treaters LP.
Western Cleanwood-Surewood (BC)

Ian Gray
Decker Lake Forest Products

Grant Sali
Envirofor Preservers Ltd.
Envirofor Edmonton (AB)
Envirofor Langley (BC)
Envirofor Monetville (ON)

Benoit Barrette
BarretteWood

Richard Goodfellow

Goodfellow Inc.

Goodfellow Delson (QC)

Goodfellow Elmsdale (NS)

Craig Frohlich

Guelph Utility Pole Co.

Larry McTaggart

Jan Woodlands / Cambium Group

Jan Woodlands Bancroft (ON)

Jan Woodlands Bolton (ON)

Jan Woodlands Degelis (QC)

Jan Woodlands South River (ON)

Michael A. Hoffman

KMG Bernuth

Mike Jubba

Koppers Inc.

Bernard Pelletier

Les Bois Traitel Ltée.

Stéphane Gauvin

Les Bois Traités M.G.

Zane Delainey

L&M Wood Products LP

Daniel Goodine

Marwood Ltd.

Marwood Fredericton (NB)

Marwood Truro (NS)

Wayne Bergman

Monte Lake Forest Products

Mike McCollough
Northern Pressure Treated Wood

Peter Hattin
Pastway Planing Ltd.

Lawrence Prendiville
Prairie Forest Products

Elizabeth Marion
Princeton Wood Preservers

Tom Moryto
Ram Forest Products
Trent Timber Treating Ltd.

Gaye Lenderbeck
Roblin Forest Products Ltd.

Paul King
Rocky Wood Preservers

Erwin Leonov
Shelburne Wood Processing

Jason Quantz
Spray Lakes Sawmills

Ian Jones
Stella Jones Inc.
Stella Jones Carseland (AB)
Stella Jones Delson (QC)
Stella Jones Masson-Angers (QC)
Stella Jones New Westminster (BC)
Stella Jones Prince George (BC)
Stella Jones Sorel-Tracy (QC)
Stella Jones Truro (NS)

Richard Harkies
Selkirk Forest Products

James Laundry
Sundre Forest Products

Brad Burmeister
Timber Specialties Co.

Dave Phipps
Total Forest Industries Ltd.

Gord Gilmet
Ruetgers Canada Inc.

Perry Vermette
Vermette Wood Preservers

Tom Fitzgerald
Viance LLC

Gordon Leontowich
Western Wood Preservers Ltd.

General Terms and Conditions for Corporate Membership

Eligibility

Firms or corporations whose principal undertaking or business activity is either the operation of a plant or plants in Canada which are actively engaged in the pressure treatment of wood or wood products or the manufacture or supply of wood preservation and/or wood fire retardant chemicals for pressure treating applications may apply for Corporate membership in the Association.

Conditions

In addition to the general requirements set forth in the By-Laws, member treating plant applicants shall satisfy the Board of Directors:

1. That it is of good business reputation and is operating on a sound financial basis;
2. In the form of a pressure vessel certificate, that its principal plant installations are capable of reaching the maximum pressure set forth in CSA Standard 080;
3. That one or more of its installations is provided with equipment and means of carrying out pressure treatment and inspection of wood as set forth in CSA Standard 080;
4. That it pressure treats using one or more of the preservatives recognized by CSA Standard 080;
5. As to the total extent and capacity of its pressure treating installations;
6. To agree to endorse the principles of Wood Preservation Canada's Environmental Statement.

Dues of Corporate Treating Members

The base annual dues for corporate member treating plants are \$0.035 per pound of chemical purchased. This programme promotes treated wood as a sound safe product, which adds decades of life to wood and wood products and thus saves trees. This programme is so very useful to the industry that even some non-members pay this levy in support of the programme.

Dues of Corporate Chemical Supplier Members

The annual dues for Corporate member chemical suppliers are in three levels: for chemical sales up to \$500,000.00 annually, a fee of \$3,750.00; from \$500,000.00 up to \$1,000,000.00 annually, a fee of \$7,500.00; in excess of \$1,000,000.00 annually, a fee of \$15,000.00. Dues are payable in advance on a quarterly basis.

ASSOCIATE MEMBERS (Designated Representatives)

Jim Mogan
CFP Forest Products

David Alexander
D.L Alexander and Associates

Dr. Paul Morris
FP Innovations.

Brad Nichol
Innovative Control Systems

Scott Henry
WoodSci Consulting

General Terms and Conditions for Associate Membership

Eligibility

Firms or corporations whose principal undertaking or business activity is the supply or procurement of products or services or both, related to the design, promotion, manufacture, fabrication or erection of pressure treated wood or wood products may apply for Associate membership of the Association.

Conditions

In addition to the general requirements set forth in the By-laws, Associate member applicants shall satisfy the Board of Directors;

1. That it is of good business reputation and is operating on a sound financial basis;
2. That all sales promotion and advertising shall be in accordance with the Advertising Code of the Association
3. To agree to endorse the principles of the Association's Environmental Statement.

Dues of Associate Members

The annual dues for Associate membership are \$1,000.00 for companies and \$200.00 for individual consultants, payable at the beginning of each year.

BY-LAWS

ARTICLE I. MEMBERSHIP

Section 1. Members

The membership shall consist of such firms, corporations and individuals as may be qualified for membership under the provisions of these by-laws, who may apply for membership and are accepted by the Board of Directors.

Section 2. Admission to Membership

Any such firm, corporation or individual may make written application for membership in the Association, in such form as the Directors may from time to time prescribe, and subscribing to these by-laws. All applications shall be referred to the Board of Directors for approval, who shall determine the classification of membership of each applicant.

Section 3. Membership Classification

Membership in the Association shall be divided into the following classifications:

- a) Corporate Membership shall be limited to those firms and corporations whose undertaking or business activity includes:
 - (i) The operation of a plant or plants in Canada actively engaged in the pressure treatment of wood or wood products
 - (ii) The manufacture or supply of wood preservation and/or wood fire retardant chemicals for treating applications.

As a condition of initial and continued membership in the Corporation, the plant or plants of any firm or corporation which is operated for the pressure treatment of wood or wood products must be and remain in compliance with the requirements of the Canadian Wood Preservation Certification Authority and any firm or corporation which uses wood preservatives shall only use wood preservatives registered by the Pest Management Regulatory Agency, Health Canada. Failure to comply with these conditions of membership shall be deemed to constitute activities contrary to the best interests of the Corporation within the meaning of Section 8 of this by-Law and shall be subject to the sanctions provided for therein.

- b) Associate Membership shall be limited to those firms, corporations or individuals not eligible for Corporate membership, but who may be engaged in business or profession as a supplier or procurer of products or services or both, related to the design, promotion, manufacture, fabrication or erection of pressure treated wood or wood products.

Section 4. Privileges

All members shall have the right to attend the membership meetings of the Association and Corporate members shall have the right to vote at such meetings.

Section 5. Resignations

A member may resign by submitting a written resignation to the Board of Directors and by making payment of all amounts currently due and owing to the Association but, if such resignation is not delivered to the Head Office of the Association on or before the 15th day of October in any year, such member shall pay dues to the next following fiscal year.

Section 6. No Transfer

Membership in the Association shall not be transferred by assignment or otherwise. Certificates of membership may be issued to members but such certificates shall not be assigned or transferred, and shall remain the property of the Association.

Section 7. Suspension

Members in arrears in the payment of dues and any other amount properly owing to the Association for a period of ninety (90) days may be suspended from all privileges of membership by resolution of the Board of Directors and may be reinstated only by resolution of the Board of Directors upon payment of all such dues and amounts in arrears.

Section 8. Suspension and Expulsion

- a) Suspension - Members whose activities are considered to be contrary to the best interests of the Association may be suspended from all privileges of membership by resolution passed by a two-thirds (2/3) majority vote of the Board of Directors. The member shall be notified at least thirty (30) days in advance of the proposed action by the Board of Directors and shall be given an opportunity to be heard at the meeting of the Board of Directors considering suspension. Such suspension shall continue until such time as membership is reinstated by the Board of Directors.
- b) Expulsion - A suspended member shall be expelled if the suspension of the Board of Directors is confirmed by a majority vote of at least two-thirds (2/3) of the members present and entitled to vote at a meeting called to consider such suspension and expulsion; provided always that such member shall be given an opportunity to be heard at the meeting of members before any such vote is taken.

ARTICLE II. HEAD OFFICE

The Head Office of the association shall be located at the City of Ottawa in the Province of Ontario and the Association may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

ARTICLE III. CORPORATE SEAL

The seal of the Association shall be in such form as may be prescribed by the Board of Directors, and shall remain in the custody of the Secretary-Treasurer.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number

The government, management and control of the affairs of the Association is vested in a Board of Directors consisting of not less than five (5) individuals, nor more than one third (1/3) the number of Corporate members, to be elected by the Corporate members at the Annual meeting of the Association. Each Director shall have one vote, save for the Chairman of the Board, who shall vote only in the event of a tie.

Section 2. Eligibility

No person shall be eligible to be a Director unless he is the Designated Representative of a Corporate member of the Association. If any Director shall cease during his term of office to be an employee of a Corporate member, he shall thereupon cease to be a Director.

Section 3. Nomination

a) Appointment of Nominating Committee

Within thirty (30) days after an Annual meeting, the President shall direct the immediate Past President to appoint a nominating committee of not more than three (3) Past Presidents, including himself, and serve as its chairman.

b) Proposed Nominees

The Nominating Committee shall receive, consider and propose nominations for election as Directors at the next Annual meeting. It shall notify its recommended list of nominations in writing to the President not less than thirty (30) days before the next Annual meeting.

c) Other Nominees

In addition to nominees selected by the Nominating Committee, candidates may be nominated by any two (2) members or Directors who proposed such candidates name in writing to the Chairman of the Nominating Committee not less than thirty (30) days before the date of elections. No further nominations shall be made after the expiration of thirty (30) days before the date of elections. In each case, the Nominating Committee shall ascertain, in advance, assurance of such nominee that he shall accept to serve if elected.

Section 4. Election

The Directors shall be elected at the Annual meeting of the Association by the Corporate members present at such meeting, for a term of one (1) year. A Director shall hold office until the Annual meeting at which his successor is elected, and shall be eligible for re-election.

Section 5. Limitation of Directorships

No Corporate member shall have more than one (1) person on the Board of Directors.

Section 6. Meetings

A regular meeting of the Board of Directors shall be held forthwith after each Annual meeting of the Association. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. The Chairmen of each standing committee may attend the Board of Directors meeting as an ex-officio member when requested by the President.

Section 7. Notice of Meetings

Written notice of each meeting of the Board of Directors shall be given by the Secretary-Treasurer at least fifteen (15) days before the meeting and notice of special meetings shall specify the purpose thereof Meetings of the Board of Directors may also be held on shorter notice, upon waiver of notice by all Directors.

Section 8. Quorum

Two thirds (2/3) the number of Directors shall constitute a quorum at any meeting and any number less than a quorum may adjourn such meeting.

Section 9. Remuneration

The Directors of the Association shall receive no remuneration for acting as such.

Section 10. Vacancies

A vacancy among the Directors shall be filled by appointment of the President, with the advice and consent of the members of the Board of Directors, to hold office until the next Annual meeting of the Association, and by election at the next Annual meeting of the Association for any remaining portion of the unexpired term.

Section 11. Removal

A Director may be removed from office by a majority vote of at least two-thirds (2/3) of the members present and entitled to vote at a special membership meeting duly called for that propose.

ARTICLE V. OFFICERS

Section 1. Election

The Officers of the Association shall be a President, a First Vice President, a Second Vice President and a Secretary-Treasurer. They shall be Designated Representatives of Corporate members of the Association and shall be elected by the Board of Directors from their own membership at the regular meeting of the Board following the Annual meeting of the Association. The President, the First Vice President, the Second Vice President and the Secretary-Treasurer shall hold office for a term of one year or until their successors are duly elected and no person shall be elected to the same office for more than two (2) consecutive terms.

Section 2. Executive Director

The Board of Directors may appoint an Executive Director for such term and for such remuneration as the Board may determine. The Executive Director shall not be a member of the Board but shall be directly responsible to them and shall not be a member or connected with a member of the Association.

Section 3. Employees

The Board of Directors may appoint and engage such further agents and employees for such term and at such remuneration as the Board may determine.

Section 4. Duties of the President

The President shall act as Chairman at all meetings of the members of the Association and of the Board of Directors. During his absence, such duties shall fall upon the First Vice President. The President shall also have such other duties as usually pertain to that office and as may be conferred upon him by these by-laws or by the Directors from time to time.

Section 5. Duties of the First Vice President

The First Vice President shall perform the duties of the President in the absence of the President.

Section 6. Duties of the Second Vice President

The Second Vice President shall perform the duties of the First Vice President in the absence of the First Vice President

Section 7. Duties of the Secretary-Treasurer

The Secretary-Treasurer shall conduct the correspondence of the Association, maintain its records and accounts, and have charge of the funds of the Association. He shall collect all fees and dues and make such payments as are authorized by the Board of Directors and perform, all other duties usually pertaining to such office. He may delegate his duties to the extent provided in any resolution passed by the membership or the Board of Directors.

Section 8. Remuneration

The officers of the Association shall receive no remuneration for acting as such.

Section 9. Vacancies

The First Vice President shall succeed to the office of President in the event that such office shall become vacant. Other vacancies of the offices of the Association shall be filled by appointment of the Board of Directors for the unexpired portion of the term of such offices.

Section 10. Removal

The Board, in its discretion, may remove any Officer of the Association, without prejudice to such Officer's rights under any employment contract, by a majority vote passed at any regular or special meeting of the Board.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The Annual meeting of the members of the Association shall be held in Canada not later than the first day of September each year, at such time and place as may be determined by the Board of Directors.

Section 2. Special Meetings

A special meeting of the members of the association may be called at any time by the President, or by a majority of the Board of Directors; and shall be called by the Secretary-Treasurer upon the request of at least one-third (1/3) of the Corporate members of the Association; and shall specify the matters which will be brought before such meetings.

Section 3. Notice

The Secretary-Treasurer shall give at least thirty (30) days written notice of all membership meetings, and shall specify the matters which will be brought before such meetings. Provided that membership meetings may be held without notice if all Corporate members of the Association are present in person or by proxy. Proxy must be in writing and shall be assigned to another Corporate member in good standing. There will be a reminder of the proxy in the notice of meeting.

Section 4. Designated Representatives

Each applicant for Corporate membership in the Association shall nominate an employee to be its Designated Representative to act for and on behalf of such applicant, in all Association affairs. Upon such applicant becoming a Corporate member of the Association:

- a) such nominee shall remain as Designated Representative until his appointment is revoked or amended by written notice submitted by the Corporate member to the Head Office of the Association.
- b) a further employee may be nominated to be its Alternative Designated Representative, who shall act only in the absence of the Designated Representative of such member.

Section 5. Quorum and Voting

The quorum for any meeting of the Association shall be one-half ($\frac{1}{2}$) of the corporate members present in person or by proxy. Each corporate member shall have one vote and the Chairman shall be entitled to vote only in the event of a tie.

Section 6. Membership Meetings

Mail Ballots

The members of the Association not able to be present at an annual or special meeting shall be entitled to cast their vote by mail ballot (including electronic mail ballot) for the purpose of voting on the following matters:

- (1) The election of Directors;
- (2) The approval of acts of the Directors and Officers; and

- (3) Such other business as is not required to be conducted at a meeting of members by the *Canada Corporations Act*.

Submission of Mail Ballots

Any questions that may be determined by mail ballot shall be identified as such in the notice calling the meeting and a ballot form included with such notice for each item of business permitted to be dealt with by mail ballot. Members exercising their vote by mail ballot shall return their completed ballot to the Secretary of the Association, or the designate of the Secretary, by such method as may be prescribed from time to time by the Board, which ballot shall be received at least ten (10) calendar days prior to the commencement of the meeting.

Meetings by Teleconference

If a majority of the members of the Association consents (either at a meeting of members by simple resolution or by consents signed individually by a majority of members), a meeting of members of the Association may be held by teleconference.

ARTICLE VII. FINANCE

Section 1. Fiscal Year

The fiscal year of the Association shall end the 31st day of December in each year.

Section 2. Budget

At least thirty (30) days before the end of the fiscal year of the Association, the Board of Directors shall adopt an annual budget on a recommendation of the Corporate members passed at an Annual or special meeting and covering activities of the Association for the following year. No part of the budget shall be devoted to Special Projects, which shall be separately budgeted and financed.

Section 3. Revenue

The Board of Directors shall determine the method of assessing Corporate membership dues to cover the budget, with due consideration for other sources of revenue which method shall be subject to the approval of the Corporate members at an Annual or special meeting.

Section 4. Special Projects

Any activity, study or project extending beyond the regular functions of the Association may be designated by the Board as a Special Project, and shall be financed by the members of the Association deriving benefit therefrom in proportions to be decided by them.

Section 5. Dues of Associate Members

Annual dues of Associate members shall be fixed and determined by the Board of Directors.

Section 6. Payment

Except where otherwise provided by resolution of the Board of Directors, dues and assessments of all members shall be payable in advance quarterly.

ARTICLE VIII. AUDITORS

The Corporate members shall, at each Annual meeting appoint an Auditor to hold office until the next Annual meeting. Any vacancy in such office shall be filled by appointment of the Board of Directors for the unexpired portion of the term thereof. The Auditor shall audit the financial statements for report of the members.

ARTICLE IX. COMMITTEES

Section 1. Appointment

The President, by and with the consent of the Board of Directors, shall appoint such committees as the Board may consider necessary to carry out the business of the Association. Such committees shall consist of individuals who fairly represent the membership of the Association and are qualified to serve on committees. The President, in appointing such committees, shall designate one of the members of the committee as chairman and another as vice-chairman. Committees may appoint subcommittees to carry on certain portions of their work, with the approval of the President.

Section 2. Reports of Committees

The chairman or the vice-chairman of each committee shall attend the Annual meeting of the members; and special meetings of the members when requested by the President of the Board of Directors. Committees, when so directed by the Board of Directors, shall make written reports to the members of the Association at the Annual meeting, or before, with respect to all matters considered and action taken by such committee since the last membership meeting.

Section 3. Notice of Meetings

Committees may hold such meetings as may be called by the chairman or vice-chairman thereof, with the approval of the President. Notice of all such meetings shall be given, in such form as the Board of Directors may prescribe to all members of the Association who shall have the right to attend.

Section 4. Remuneration

Members of the committees shall receive no remuneration for acting as such.

Section 5. Removal

The Board, in its discretion, may remove any member of any committee of the Association, by a majority vote passed at any regular or special meeting of the Board.

ARTICLE X. EMBLEM

Section 1. Official Emblem

The Board of Directors of the Association may provide for an official emblem or such other symbol or symbols of recognition, as they may consider desirable.

Section 2. Use

Any Corporate member in good standing shall be entitled to use the official emblem in accordance with any regulations governing its use.

ARTICLE XI. PUBLICATION

The Board of Directors may provide for an official publication of the Association.

ARTICLE XII. AMENDMENT OF BY-LAWS

The by-laws of the Association may be repealed, varied, added to or amended by by-law enacted by a majority of Directors at a meeting of the Board and sanctioned by an affirmative vote at least two-thirds (2/3) of the members present and entitled to vote at any Annual or special meeting of the Association called for the purpose of considering the matter.

Provided that the repeal or amendment of by-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

ARTICLE XIII. SIGNATURE AND CERTIFICATION DOCUMENTS

Contracts, documents or instruments in writing requiring the signature of the Association shall be executed by any two of the President, First Vice President, Second Vice President or Secretary-Treasurer and all contracts, documents and instruments in writing so executed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time to appoint by resolution an Officer or Officers or a Director or Directors on behalf of the association to sign contracts, documents and instruments in writing. The seal of the Association, when required, may be affixed to such contracts, documents and instruments.

ARTICLE XIV. RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual meeting of the members of the Association when they shall be confirmed, and if not so confirmed shall at and from that time cease to have force and effect.

ARTICLE XV. INTERPRETATION

In these by-laws the singular shall include the plural and the plural the singular, the masculine shall include the feminine.